MobileComm of the West, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Point-to-Point Microwave Service (CF). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

<b>WDU308</b>	<b>WDU309</b>	<b>WDU311</b>	WHQ911	WHQ913	<b>WHQ936</b>
WHT479	WLB950	WLB951	WLM977		

	'04 AL COMMUNICATI ngion, DC 20654	ONS COMM	SSION 3060-	d by OM8 :0048 in: 8 Hours	FCC	USE ONLY		
			TO TRANSFER OF		)L			
	- To be completed b		ad Instructions before co	mpleting.				
1(a) i	Name of Corporate F	ermittee or Lic	ensee	<u>.</u>		/C 72.1.11	11.1.10	
	<del></del>		s, Inc., Debtor-in-Po		Cell			ection II.C.)
			City, State and ZIP Code		Call	Sign or Other FCC !	deniller	
	internet Address	oulevaru, Su	ite 935, Arlington, V	VA 22201				
(b) Line	ee Data. Refer to 4	7 CFR Section (2)	1.1105, the Common Car	rier or Wireles			u fee Filing G	uides.
No.	Fee Type Code	Fee Multiple		Code in (b)(		USE ONLY		
1 2	See associated	FCC Form 15	59 <b>\$</b>					
	all amounts in Colum	n (3), lines 1 a	nd 2.					
Remi	this amount with you	ur application.	<u> </u>					
	rmits or Licenses held Control is sought in th		on for which a Transfer . (See instructions.)			Address or P. O. Box TN: Patricia A.		
(a) Cc	ill Sign (b) File Numb	er (c) Servic	e (d) No. of Stations	Mobile	Media (	Corporation, De	btor-in-Pos	
				Fort Le		Drive, Suite 50 7024	U	
					·	Address or P. O. Box	x, City, State	and ZIP Code
	See Exhibi	t 1		of Transf New S		ders of Arch Co	nmunicat	ions Groun
						rk Drive, Suite		ions Group,
				Westb	orough,	MA 01581		
5. Pe	rmittee or Licensee r That there is attache permittee or license	ed to this appl	eck one) ication as Exhibit No	a certified c	opy of the	Articles of Incorpo	ration (chart	er) of the
X	That there is now on licensee company.		commission a current cert re filed: FCC	lified copy of	the Artick	es of Incorporation  Date filed: 5/4/9		tee or
Part 1 made Wilkul revoc Sectio	are a material part in Part 1 of this applitate statements ma ation of any station in 603).	hereof and ar leation are tru ide on this app license or co	dually and for the permit e incorporated herein as e, complete and correct dication are punishable i nstruction permit (U.S. C	s if set out in for to the best o by fine and/o ode, Title 47,	ill in this of his (her) r imprisor Section 3	pplication; and ce knowledge and be iment (U.S.Code, Tit i12(a)(1)), and or t	rtifies that all tillef. Ne 18, Section torfeiture (U.S.	the statements 1001), and/or
ic <b>en</b>	d/Tyed Name of Perr nee (Must agree with ileMedia DP Proper	Millee or 13	Signature		-	e Heid by Person Si		Date
Mob: Debt	deMedia DP Propert or-in-Possession	ties, Inc.,	MY Son	^	C	hairman - Restruct	uring	9/1/98
	II - To be completed		П			,		ssification
6(a)	fransfer of Control wi	il be accompi	ished by: (check one)	(b) Shares	<u></u>	No. of Shares		sancation s, preferred, etc
L	Sale or other transfe (Complete item 6(b		nt of stock	Shares to be transferred				
X	Other (e.g., voting t	• •	nt. management	Shares Issue				
<b></b>	contract, Court Ord	der, etc.)		and outstai				·
7 ^	See Section		nt on how control is to be			2006 0000 0000 0000	pontract: E:	NA ARC - TE
in	struments, certified o	opies of Cour	Orders, etc. *See Sect	tions II.C. and	VII.A			
Comi exhib Willful revec	nission's consultable its pertinent to Part II daise statements mo ation of any station	of this applied ade on this ap	resents that stock will rid, but that transfer must be ution are true, complete a plication are true, unlished to unstruction permit (U.S. Construction permit (U.S. Construction permit (U.S. Construction permit (U.S. Cons	ce completed and correct to by fine and/o	within 45 the best rimpriso	idays if Commission of his (her) knowled n <b>ment (U.S.Code, Ti</b>	n consents; th dge and beli t <b>le 18, Sectio</b>	at all attached ef. n 1001), and/or
Prink	on 503). od/Tyed Name of Trai		Signature		Title (Offic	e Held by Person S	igning)	Date
Licen	eee (Must agree with ileMedia Corporation	n <b>item 3)</b> Oil.			C	hairman - Restruct	nrino	

<b>EDERAL COMMUNICATIONS COM</b> Vashington, DC 20554	MISSION	proved by OMB 3060-0048 : Burden: 8 Hours		USE ONLY		
APPLICATION FOR CONSE			ROL			
(Under 47 CFR 21, 23, 25 and 101) F PART 1 - To be completed by Permittee		ore completing.				
1(a) Name of Corporate Permittee or						
MobileMedia DP Properti		in-Possessior	<u> </u>	(See Exhil	bit 1 and S	ection II.C.)
Mailing Street Address or P. O. Be	ox, City, State and ZII	P Code	Call	Sign or Other FCC l	dentifier	
2101 Wilson Boulevard, S	Suite 935, Arling	ton, VA 222	01			
Internet Address						
(b) Fee Data. Refer to 47 CFR Section	on 1.1105, the Comm	on Carrier or Wir	eless Telecom	munications Burea	u Fee Filing G	Guides.
Line (1) (2) No. Fee Type Code Fee Multi	nia   Fac Due for Fa	(3)		USE ONLY		
No. Fee Type Code Fee Multi  See associated FCC Form		e Type Code in	(D)(T)			
2	\$					
Add all amounts in Column (3), lines 1 Remit this amount with your applicable						
2. Permits or Licenses held by Corpor		nsfer 3. Nam	and Street A	Address or P. Q. Box	, City, State o	and ZIP Code
of Control is sought in this applicati	ion. (See instructions.	) of Tre		N: Patricia A.		
(a) Call Sign (b) Me Number (c) Se	rvice (d) No. of Sto			Corporation, Del Drive, Suite 50		ssession
			Lee, NJ 0		.0	
		<del></del>		Address or P. O. Box	x, City, State	and ZIP Code
See Exhibit 1		of Tr	ansferee			
				ders of Arch Cork Drive, Suite 2		tions Group,
		i		MA 01581	230	
permittee or licensee company		No a certifie	d copy of the	Articles of Incorpo	ration (chart	er) of the
	y. e Commission a curre				of the permit	
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RT III - To be completed by Transferee		
Transferee is: (check one)  Individual Partnership X Corporation Unincorporate	) ASSOCIA	TION
Attach as Exhibit No. *_ a statement of transferee's principal business. *See Section VII.D.		
Attach as Exhibit No. $\frac{*}{}$ a statement of the businesses, employment, or activities, other than communications in what statement if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, and (c) hours devoted to each activity. $*$ See Section VII.D.		
Piace an "X" in the appropriate column.	YES	NO
. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	N	/A
Is transferee or any party to this application a representative of an alien or of a foreign government?	<b>&gt;</b>	X
If transferee is a partnership, attach as Exhibit No one copy, properly certified of the partnership agreement, or if oral, complete details thereof.	N	'A
If transferee is a Corporation (including joint stock companies) or Association, answer the following:		
a. Under laws of what State or Country is it organized? Delaware  (1) Attach as Exhibit No. * a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E.		
(2) Attach as Exhibit No. * the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section *See S	on VII.D.	
b. is any director of officer an alien?		X
c. Is more than one-fifth of the capital stock owned of record, or may if be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized unders the laws of a foreign government?	•	X
d. is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit Nothe names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?	<b>-</b>	X
f. Is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by allens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?	<b>•</b>	Х
5. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No a statement relating the facts.	<b>-</b>	X
6. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. —— a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N	A
7. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No a statement relating all the pertinent circumstances. See Section II.B.	<b>•</b>	X
Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No a statement relating the facts.		X
9. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No a statement relating the facts.	<b>•</b>	x
). Is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred	<b>&gt;</b>	X
I. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b) a location, and (c) name of licensee below.	X See Sec	tion V
2. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee ) below.  *Since Transferse entered the hydrogen it has installed and any account.	X*	
*Since Transferee entered the business, it has installed and removed numerous stations.	1	

t. Changes to be char c. Changes manner in division of give the n. f. fransferee purpose in E. Does Iocal or attach as Ext. and disclosin should conta or control of a. Does authorizate a. Does authorizate b. Were facinot been applicant.	in technical personnel, maintinged and specific arrangeme in management or personnel which the proposal will oper for responsibility, including hour ame and address of owner of is a corporation, is stock of whibit No. * *Trans:  ree now hold any obligations of ed, and the dates on which the restate law require any author hibit No. * a single certificate personally familiar with the actions and the Commission's Finibit No. * a complete stage all relationships, affiliations in the names of any common the facilities of the transferee permittee or licensee holds an orization involve facilities that	enance or repair of facilities? It ents for prompt maintenance of responsible for the operation rate, and list present positions rs of physical supervision. (Wife each such business and subtransferee to be sold after this feree stock will of licensee corporation? If "YE hey were obtained.  Orization to transfer the controllied copy of such authorization the provisions of the Commission to facilities and determined the Rules?  attement, setting forth facts who or connections between the transfer the control the transfer the control to the transfer the transfe	If "YES", attach as Expression of the station? If "Yes of responsibilities and then responsibilities a point copy of working is consent is issued to continue to Es", in Exhibit No.  In of the facilities and the facilities and local appoints Rules governing at construction and another some and current cors, employees or individuals.	for any other purpose? If "YES", explain be publicly traded, describe the obligations, methods by for operations involved herein? If "YES", rovals the services which are the subject of this operation is in compliance with current tant proposal will be in the public interest, or prospective subscribers. The statement viduals closely related to the management	<b>A A A A</b>	*See II.C X X X *See IV	X X Section X
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	constructed; or involve facilit	•	wing a random selec	nan one year; or involve facilities that have ction proceeding in which the successful	<b>\</b>		X
		nation given in Part III of this a rmation and contracts (if any)		correct, including any contracts or other reement?	<b>\</b>	Х	
		mmission consents, transfer or er within 10 days of consumma		npleted within 45 days of date of consent	>	Х	
ection 5301 of dersigned rep d certifies that tillful false sta	the Anti-Drug Abuse Act of resents that all the attached of t all the statements made in F tements made on this appli	1988, 21 U.S.C. Section 862 exhibits pertinent to Part III are Part III of this application are trication are punishable by fit	<ol> <li>because of a convice a a material part herecan rue, complete and content and imprisonment</li> </ol>	denial of Federal benefits that includes F ction for possession or distribution of a co of and are incorporated herein as if set out rrect to the best of his (her) knowledge an nt (U. S. Code, Title 18, Section 1001) ar eiture (U.S. Code, Title 47, Section 503	ontro t in fu id bei n <b>d/o</b> i	Ned subs all in this Nef.	stance. The application;
·	Name of Transferee	Signature		itle (Office Held by Person Signing)	<del></del>	Date	
	olders of Arch	-12/3/	<i>/</i>	Executive Vice President,	$\top$		2 6 1998
ommunicat:	ions Group, Inc.	MANIE	W/ I	Technology and Regulatory	Aff	airs	

YES NO

Place an "X" in the appropriate column.

MobileMedia DP Properties, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Point-to-Point Microwave Service (CF). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

<b>WFY861</b>	<b>WFY862</b>	WFY863	WFY864	WGW425	WGW426
WHA521	WHQ611	WHQ612	WHQ613	WHQ614	WLC595
<b>W</b> LL289	<b>WLL290</b>	WLL291			

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ī	Internet Address	<del></del>						<del></del>
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			n for which a Transfer	3. Name and	Street A	Address or P. O. Box	City, State o	and ZIP Code
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						ders of Arch Cork Drive, Suite 2		ions Group,
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pile	common the N	ortheast,	Chal \	1	C	hairman - Restruct	uring	9/1/98
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			hed by: (check one)	(b) Shares		No. of Shares	1	mification
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X	Other (e.g., voting to	rust agreement	, management	Shares issued				
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	See Section			Shares author		<u> </u>	<u> </u>	
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			sents that stock will r			that control will i	not be trans	ferred until the
Comm	nission's conset has	been received,	but that transfer must be	oe completed	within 45	days if Commission	n consents; ti	nat all attached
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	n 503). d/Tyed Name of Trar	nsferor Si	gnature		tie (Offi	oe Held by Person S	(gnina)	Date
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	or-in-Possession	'		[	•			1

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			ast, Inc., Debtor-in-					Section II.C.)		
	_		City, State and ZIP Code		Call	Sign or Other FCC le	demmer			
-	2101 Wilson Bot	ulevard, Sui	te 935, Arlington, V	/A 22201						
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	mits or Licenses held Control is sought in th		n for which a Transfer (See instructions.)	3. Name a	nd Street A eror $\mathrm{AT}$	Addiess of P. O. Box FN: Patricia A.	, City, State ( Grav. Esc	and ZIP Code 1.		
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	See Exhibit	+ 1		of Trans	feree	Address or P. O. Box	•			
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				i		rk Drive, Suite 2 MA 01581	250			
5, Pe	rmittee or Licensee re That there is attache		ock one) cation as Exhibit No	a certified o	opy of the	Articles of Incorpo	ration (char	ter) of the		
u	permittee or license	e company.								
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Part 1 made Willful revoci Sectio	are a material part to in Part 1 of this application of any station in 503).	hereof and are ication are true de on this app license or cor	ually and for the permit incorporated herein as incomplete and correct lloation are punishable i instruction permit (U.S. C	if set out in to to the best of by fine and/o	full in this q of his (her) or imprisor , Section 3	pplication; and ce knowledge and be nment (U.S.Code, Ti 312(a)(1)), and or t	rtifies that al Ilief. 18, Sectio Ioriaiture (U.:	il the statements on 1001), and/or 5.Code, Title 47,		
	d/Tyed Name of Pern see (Must agree with		ignature		Title (Offic	ee Held by Person Si	igning)	Date		
Mobil	eComm of the North r-in-Possession	neast, Inc.,			C	hairman - Restruct	uring	9/1/98		
_	ii - To be completed	by Transferor						1 3/2/30		
			shed by: (check one)	(b) Shares	***************************************	No. of Shares		assification		
	Sale or other transfe (Complete item 6(b)		t of stock	Shares to b			(CONTRIC	on, preferred, etc		
X	Other (e.g., voting to	rust agreemen	t, management	Shares issu	ed					
	contract, Court Ord See Section			Shares aut			<del>                                     </del>			
7. At	Itach as Exhibit No. **	k_ a statemer	nt on how control is to be Orders, etc. *See Sect	e transferred,	and copie	es of any perti nent	contracts, c	agreements,		
CERTII Comn exhibi Willful	FICATION: The und nission's conset has t its pertinent to Part II talse statements ma	lersigned repre- been received of this applica ide on this app	esents that stock will r i, but that transfer must k tion are true, complete alloation are punishable	not be deliv be complete and correct i by fine and/	ered and d within 45 to the best or imprisor	days if Commission of his (her) knowled nment (U.S.Code, Ti	n consents; t dge and bel tte 18, Sectio	hat all attached lief. on 1001), and/or		
	ation of any station in 503).	license or col	nstruction permit (U.S. C	ode, Title 47	, Section :	312(a)(1)), and or	rorfeiture (U. 	.s.Code, Title 47 		
Printe Licens	d/Tyed Name of Tran	Item 3)	ignature	/	,	be Held by Person S	• •	Date		
	ileMedia Corporatio or-in-Possession	ш,	18/14-18		l C	hairman - Restruct	uring	9/1/98		

PART III - To be completed by Transfe	ree				
8. Transferee is: (check one) INDIVIDUAL	PARTNERSHIP	X CORPORATION	UNINCORPORATED	ASSOCIA1	ION
9. Attach as Exhibit No. * a state	ment of transferee's	principal business. *See Sec	ction VII.D.		
10. Attach as Exhibit No. <u>*</u> a state transferee, each member if a paring activity, and (c) hours devoted to e	ership, and all princip	oals if a corporation, are engage	ner than communications in which ad, giving (a) nature of activity, (b	ch individu o) locatio	ual n of
		Place an "X" in	the appropriate column.	YES	NO
11. Is individual transferee, or if partr	nership each membe	er of partnership, a citizen of the	United States?	N	
<ul><li>12. Is transferee or any party to this c</li><li>13. If transferee is a partnership, a agreement, or if oral, complete</li></ul>	ittach as Exhibit No			N	X A
If transferee is a Corporation (inc. a. Under laws of what State or Corporation (inc. a. Under laws of what State or Corporation).      Attach as Exhibit No a. with the Commission. *See Sec.	untry is it organized?	Delaware	_		
(2) Attach as Exhibit No. * corporation and by all stockhold	the names, address	ses and percentages of stock to oting 10 percent of more of the	neld by all principals of the transferee's stock. *See Section	VII.D.	
b. Is any director of officer an alie			>		X
c. Is more than one-fifth of the representatives, or by a foreign glaws of a foreign government?	e capital stock ow				X
d. is transferee directly or indirect and addresses of all such contro for each all the information reque	lling corporations to	and including organization hav			X
e. Is transferee directly or indire one-fourth of the directors are alice		iny other corporation of which	any officer or more than		X
f. Is more than one-fourth of the c by aliens or their representatives organized under the laws of a for	s, or by a foreign go				X
15. Is transferee directly or indirect providing a public land line me carrier, attach as Exhibit No	essage telephone se	rvice? If "YES", and transferee			X
16. If permittee or licensee holds directly or indirectly interested in If "YES", submit as Exhibit No.—cable franchise area and MDS s	or affiliated with, or — a description of the	has leasing arrangements with a	a cable television company?	N	Α
<ol> <li>Has transferee or any party to t construction permit, license or statement relating all the pertine</li> </ol>	renewal denied by	the Commission? If "YES", atte			X
<ol> <li>Has any court finally adjudged of unlawfully monopolizing or a through control of manufacture of unfair methods of competitio</li> </ol>	ttempting unlawfully or sale of radio app	y to monopolize radio commun paratus, exclusive traffic arrange	ication, directly or indirectly, iment, or any other means or		X
19. Has the transferee, or any party ever been convicted of a crime six months or more? If "YES", atta	for which the pena	Ity imposed was a fine of \$500 o			X
20. is transferee, or any person direction in Items 17, 18, or 19? If "YES",					X
21. Is transferee directly or indirectly control of any other radio state location, and (c) name of licens	ions licensed by thi			X See Sec	tion VII
balaw	ove? If "YES", give (a	) call sign and service, (b) locati	on, and (c) name of licensee $\triangleright$	X*	
*Since Transferee ent	ered the business, it	has installed and removed nun	nerous stations.	Ì	

		Place an "X" in the appropriate column.		YES	NO
3.	Will transferee propose any of the following	ng changes after the transfer of control is authorized (see instructions):			
	a. Changes in the services currently offer	red? If "YES", attach as Exhibit No a brief statement of the proposed changes.	>		_ X
		enance or repair of facilities? If "YES", attach as Exhibit No a description of position ents for prompt maintenance or repair of facilities.	ns >		X
	manner in which the proposal will ope	el responsible for the operation of the station? If "YES", in Exhibit No. * , describe to trate, and list present positions of responsibility to be changed and proposed positions are so of physical supervision. (When responsibilities are to be divided with any other busines	nd	ļ	Sectio
		of each such business and submit copy of working agreement.)	>	II.C	<u> </u>
24.	transferee is a corporation, is stock of purpose in Exhibit No. * .*Trans	transferee to be sold after this consent is issued for any other purpose? If "YES", explain feree stock will continue to be publicly traded	in >	X	
25.		of licensee corporation? If "YES", in Exhibit No, describe the obligations, methods	ру		Х
26.	Does local or state law require any authoratech as Exhibit No. * a single certif	prization to transfer the control of the facilities and/or operations involved herein? If type field copy of such authorization. and local approvals	". <b>➤</b>		
27.	Is transferee personally familiar with the application?	ne provisions of the Commission's Rules governing the services which are the subject of the	is >	X	
	<ul> <li>b. Has transferee examined the subject authorizations and the Commission's</li> </ul>	t facilities and determined that construction and operation is in compliance with curre Rules?	nt >	X	
28.	and disclosing all relationships, affiliations	atement, setting forth facts which show how the instant proposal will be in the public interestor connections between the transferee and current or prospective subscribers. The statement stockholders, officers, directors, employees or individuals closely related to the management and any subscriber.	nt	*See IV	Sectio
29	If corporate permittee or licensee holds a	ny authorizations for Part 21 stations, answer (a) and (b) below:			
		t have not been constructed? If "YES", does transferee represent that it has, or has reasonat o meet the expected cost of constructing any such facilities within the construction period, a twelve months?			X
) <del> </del> -	not been constructed; or involve facili	comparative hearing and have been operated less than one year; or involve facilities that ha ities that were authorized following a random selection proceeding in which the success- nat have been operated for less than one year?			x
30.		nation given in Part III of this application is true and correct, including any contracts or othermation and contracts (if any) constitute the full agreement?	er	X	
				<del></del>	
31.	Does transferee acknowledge that, if Cor and Commission must be notified by letter	mmission consents, transfer of control must be completed within 45 days of date of conse or within 10 days of consummation?	ent >	X	
CE Sac und and	and Commission must be notified by letter RTIFICATION: Neither the applicant nor ction 5301 of the Anti-Drug Abuse Act of dersigned represents that all the attached decritifies that all the statements made in I liful false statements made on this appli	any other party to the application is subject to a denial of Federal benefits that included 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set Part III of this application are true, complete and correct to the best of his (her) knowledge lication are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001)	FCC controut in fand be	benefits prolled substitution this a	tance. The application
CE Security and Will sta	and Commission must be notified by letter RTIFICATION: Neither the applicant nor ction 5301 of the Anti-Drug Abuse Act of dersigned represents that all the attached decritifies that all the statements made in I liful false statements made on this appli	any other party to the application is subject to a denial of Federal benefits that includes 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set Part III of this application are true, complete and correct to the best of his (her) knowledge	FCC a controut in 1 and be 3 and/6 603).	benefits prolled substitution this a	tance. The application

MobileComm of the Northeast, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Point-to-Point Microwave Service (CF). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WLL898 WLL899 WLL900 WLL901

	704 AL COMMUNICATI ngion, DC 20554	ONS COMMISS	ION 3060-	d by OMB 0048 in: 8 Hours	FCC	JSE ONLY		
			O TRANSFER O					
	nder 47 CFR 21, 23, 25 - To be completed b		Instructions before co	mpleting.	<u> </u>			
1(a) i	Name of Corporate F	ermittee or Licen	1500		<b>~</b>	(C E-1:1	L!A 1 J	C4: II C)
-			ebtor-in-Possessio ty, State and ZIP Code		Coll	(See EXIII) Sign or Other FCC		Section II.C.)
,			935, Arlington, V		Cun	Sign of Other FCC	derunat	
	Internet Address		733, Armgwn,	VA 22201	<u>i</u>			
		7 CEP Section 1.1	105, the Common Car	rior or Witalass T	alacam	munications Buses	L Fee Filled	Guldee
Line	(1)	(2)	(3)	THE OF WHENESS I	1	USE ONLY	a ree riii ig	GUIGES.
No.	Fee Type Code See associated	Fee Multiple	Fee Due for Fee Type	Code in (b)(1)	4			
2	See associated	FCC Form 159	\$		4			
Add	all amounts in Colum		2.		1			
	t this amount with you		<b>&gt;&gt;</b> \$	T				
of	rmits or Licenses held Control is sought in th II Sign (b) File Numb	nis application. (S		of Transfero MobileM	· ATT edia C cutive	ddress or P. O. Box N: Patricia A. Corporation, Del Drive, Suite 50 7024	Gray, Esobtor-in-Po	q.
	See Exhibi	t 1		of Transfer New Sha 1800 We	erehole est Par	Address or P. O. Box ders of Arch Co k Drive, Suite 2 MA 01581	mmunica	
5. Pe	permittee or license	ed to this applica e company.	ition as Exhibit No					
X	That there is now on licensee company.		nmission a current cert filed: FCC	tified copy of the	e Article	as of incorporation $0.000$	•	ittee or
Part 1 made Willful Tevoc Sectio	are a material part in Part 1 of this applicate statements ma	hereof and are in leation are true, or ide on this applications or const	ally and for the permit acorporated herein as complete and correct ation are punishable ruction permit (U.S. C	s if set out in full to the best of h by fine and/or it ode, Title 47, Se	n this a is (her) i mprison action 3	pplication; and ce knowledge and be ment (U.S.Code, Tit 12(a)(1)), and or t	rtifies that a lief. le 18, Sectionfeiture (U	on 1001), and/or \$.Code, Title 47,
Licen	see (Must agree with	Item 1)		117	•	e Heid by Person \$i	• •	Date
	ileMedia Paging, Ind or-in-Possession	C.,	MA 18	and	Cha	irman - Restruc	turing	9/1/98
	II - To be completed		4					141
6(a)	fransfer of Control wi	il be accomplish	<b>al</b> d by: (check one)	(b) Shares		No. of Shares		lassification on, preferred, etc.
	Sale or other transfe (Complete item 6(b		of stock	Shares to be transferred				
X	Other (e.g., voting t	rust agreement, i	management	Shares issued and outstand	na			
	contract, Court Ord See Section			Shares author	<u> </u>			
7. A	ttach as Exhibit No.	* a statement	on how control is to be rders, etc. *See Sect	e transferred, and trans II C and t	d copie	es of any perti nent	contracts,	agreements,
CERNI Oomr Willful Tevoc	FICATION: The und mission's collecting its pertinent to Part II take statements ma cation of any station	dersigned represibeen received, to of this application and on this application and on this application.	ents that stock will rout that transfer must be a cree true, complete coalion are punishable truction permit (U.S. C	not be delivere be completed v and correct to t by fine and/or i	d and vithin 45 the best <b>mprisor</b>	days if Commission of his (her) knowled nment (U.S.Code, Ti	n consents; dge and be <b>16, Sect</b> l	that all attached blief. on 1001), and/or
	on 503). od/Tyed Name of Trar see (Must agree with		nature	TH	le (Offic	e Held by Person 3	Igning)	Date

(b) Line No. 1 2 Add Rem	LICATION FOR CONSENT OF CONSENT O	ead instructions befor Licensee  Licensee  Debtor-in-Poss  City, State and Ziff  Luite 935, Arling  In 1.1105, the Commodele  Fee Due for Fe  S and 2.  Station for which a Trai  City, See instructions.	session P Code gton, V Hon Carri (3) se Type	A 22201  er or Wireless T  Code in (b)(1)  3. Name and	Calls	Sign or Other FCC Id	dentifier	Section II.C.)
(b) Line No. 1 2 Add Rem 2. Pool	Name of Corporate Permittee or L. Mobile Media Paging, Inc. Mobile Media Paging, Inc. Mailing Street Address or P. O. Bo 2101 Wilson Boulevard, S. Internet Address  Fee Data. Refer to 47 CFR Section  (1) (2) Fee Type Code Fee Multip See associated FCC Form  all amounts in Column (3), lines 1 this amount with your application of Control is sought in this application.	or Licensee	session P Code gton, V Hon Carri (3) se Type	A 22201  For or Wireless T  Code in (b)(1)  3. Name and	elecom	sign or Other FCC to munications Bureau	dentifier	
(b) Line No. 1 2 Add Rem	Name of Corporate Permittee or I Mobile Media Paging, Inc. Mobile Mobile Mobile Mobile Paging Mobile	Joensee  , Debtor-in-Poss  x, City, State and Ziff  duite 935, Arling  n 1.1105, the Commodele Fee Due for Fe  159 \$  and 2.  yh.  stition for which a Trai  on. (See instructions.	P Code gton, V non Carr (3) se Type	A 22201  er or Wireless T  Code in (b)(1)  3. Name and	elecom	sign or Other FCC to munications Bureau	dentifier	
(b) Line No. 1 2 Add Rem 2. Po	Mobile Media Paging, Inc.  Mailing Street Address or P. O. Bo 2101 Wilson Boulevard, S  Internet Address  Fee Data. Refer to 47 CFR Section (1) (2) Fee Type Code Fee Multip See associated FCC Form  I all amounts in Column (3), lines 1 If this amount with your application of Control is sought in this application.	n 1.1105, the Commode Fee Due for Fe \$ and 2. String the for which a Train ton. (See instructions.	P Code gton, V non Carr (3) se Type	A 22201  er or Wireless T  Code in (b)(1)  3. Name and	elecom	sign or Other FCC to munications Bureau	dentifier	
Line No. 1 2 Add Rem 2. Pe	2101 Wilson Boulevard, S internet Address  Fee Data. Refer to 47 CFR Section (1) (2) Fee Type Code Fee Multip See associated FCC Form  at all amounts in Column (3), lines 1 this amount with your application from the control is sought in this application.	n 1.1105, the Commodele Fee Due for Fe 159 \$ and 2.  Thin, (See instructions.	gton, V non Carri (3) see Type nation	er or Wireless T Code in (b)(1) 3. Name and	elecom	munications Bureau		Buides.
Line No. 1 2 Add Rem 2. Pe	Fee Data. Refer to 47 CFR Section  (1)  Fee Type Code  See associated  FCC Form  all amounts in Column (3), lines 1  if this amount with your application f Control is sought in this application	n 1.1105, the Commodele Fee Due for Fe 159 \$ \$ and 2. \$ tition for which a Trainon. (See instructions.	(3) se Type	er or Wireless T Code in (b)(1) 3. Name and			ı Fee Filing G	Juides.
Line No. 1 2 Add Rem 2. Pe	Fee Data. Refer to 47 CFR Section (1) (2) Fee Type Code Fee Multip See associated FCC Form (all amounts in Column (3), lines 1 wit this amount with your application ermits or Licenses held by Corporate Control is sought in this application	pole   Fee Due for Fee 159   \$   \$   \$   \$   \$   \$   \$   \$   \$	(3) se Type nsfer	Code in (b)(1)  3. Name and			u Fee Filing G	Guid <b>es</b> .
Line No. 1 2 Add Rem 2. Pe	(1) (2) Fee Type Code Fee Multip See associated FCC Form  all amounts in Column (3), lines 1 if this amount with your application ermits or Licenses held by Corporate Control is sought in this application	pole   Fee Due for Fee 159   \$   \$   \$   \$   \$   \$   \$   \$   \$	(3) se Type nsfer	Code in (b)(1)  3. Name and			ı F <b>ee</b> Filing G	Guid <b>es</b> .
No. 1 2 Add Rem 2. Pe	Fee Type Code See associated FCC Form  all amounts in Column (3), lines 1 if this amount with your application from the control is sought in this application.	and 2.  \$ and 5.  \$ titlon for which a Trainon. (See instructions.	nsfer	3. Name and	FCC	USE ONLY		
Add Rem	See associated FCC Form  all amounts in Column (3), lines 1 if this amount with your application  ermits or Licenses held by Corporate to Control is sought in this application	and 2.  still for which a Train on. (See instructions.	nsfer	3. Name and	1			
Add Rem 2. Po	ait this amount with your application ermits or Licenses held by Corpora of Control is sought in this application	and 2.  striction for which a Trainon. (See instructions.	.)					
2. Po	ait this amount with your application ermits or Licenses held by Corpora of Control is sought in this application	an. >> \$ ation for which a Trai on. (See instructions.	.)					
2. Po	ermits or Licenses held by Corpord f Control is sought in this application	ation for which a Trai on. (See instructions.	.)					
O	f Control is sought in this application	on. (See instructions.	.)			ddress or P. O. Box,		
(a) C	all Sign (b) File Number (c) Sen	vice (d) No. of Sta		MobileN	ATT	'N: Patricia A.	Gray, Esq	
			ations			Corporation, Del Drive, Suite 50		ssession
			ł	Fort Lee				
						Address or P. O. Box	, City, State	and ZIP Code
	See Exhibit 1			of Transfer New Sh		ders of Arch Co	mmunica	tions Group
						k Drive, Suite 2		nons Group,
				Westbo	rough,	MA 01581		
	emittee or Licensee represents: (o  That there is attached to this ap permittee or licensee company	plication as Exhibit t					•	•
X	That there is now on file with the licensee company. Indicate wi	Commission a current fled: FCC	ent certi	fied copy of th	e Article	as of incorporation $0$ . Date filed: $9/29/9$	of th <b>e permi</b> 94	Itee or
Part mad Willfu revo Secti Print	IFICATION: The undersigned, indition of an amaterial part hereof and it is in Part 1 of this application are to all false statements made on this application of any station license or con 503).  ed/Tyed Name of Permittee or	are incorporated he rue, complete and opplication are punit	erein as correct shable t	if set out in full to the best of t by fine and/or i ode, Title 47, S	in this a his (her) i mprison action 3	pplication; and cei knowledge and be iment (U.S.Code, Tit	riffies that all lief. le 18, Sectio orfeiture (U.S	i the statements on 1001), and/or
	nsee (Must agree with Item 1) bileMedia Paging, Inc.,				Cha	irman - Restruc	turing	
Deb	otor-in-Possession							9/1/98
	<b>T II - To be completed by Transfer</b> Transfer of Control will be accom		one)				Ck	assification
رد)		• • •	One,	(b) Shares		No. of Shares	,	on, preferred, etc
L	<ul><li>Sale or other transfer or assignm (Complete Item 6(b)).</li></ul>	ent of stock		Shares to be transferred				
	Other (e.g., voting trust agreem	ent, management		Shares issued and outstand				
	contract, Court Order, etc.) See Section II.C.			Shares autho				<del></del>
7. ;	Attach as Exhibit No. * a statem instruments, certified copies of Co	nent on how control	l is to be	transferred, and	nd copie	es of any perti nent	contracts, a	igreements,
	IFICATION: The undersigned re					that control will r	not be trans	sferred until the
exhi <b>Wilh</b>	nmission's conset has been received bits pertinent to Part II of this applications statements made on this applications.	cation are true, com <b>application are puni</b>	nplete d I <b>shable i</b>	ind correct to to by fine and/or	he best imprisor	of his (her) knowled nment (U.S.Code, Ti	ige and bel	lief. on 1001), and/or
	cation of any station license or	Construction permit	(U.S. C	∪ue, (πο 47, 3	ACRON !	siz(a)(1)), and or 1	CHEINIE (U.	J.COUD, 1189 4/,
Lioe	led/Tyed Name of Transferor nsee (Must agree with Item 3)	Signature		π	,	e Held by Person S		Date
Mo Del	bileMedia Corporation,	1 /1 /1 /5		. 1	$\mathbf{C}$	hairman - Restruct	uring	9/1/98

Transferee is: (check one)    INDIVIDUAL	ch individe (b) locatio	Jal
D. Attach as Exhibit No. * a statement of the businesses, employment, or activities, other than communications in which ansferee, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, otivity, and (c) hours devoted to each activity. *See Section VII.D.  Place an "X" in the appropriate column.  I. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?	b) location	ial n of
ensteree, each member if a partnership, and all principals if a corporation, are engaged, giving (a) nature of activity, ond (c) hours devoted to each activity. *See Section VII.D.  Place an "X" in the appropriate column.  Is individual transferee, or if partnership each member of partnership, a citizen of the United States?  Is transferee or any party to this application a representative of an alien or of a foreign government?	b) location	ial n of
. Is individual transferee, or if partnership each member of partnership, a citizen of the United States?  Letransferee or any party to this application a representative of an alien or of a foreign government?		
. Is transferee or any party to this application a representative of an alien or of a foreign government?	N	NO
	1 + 14	/A
If transfered is a partnership attach as Exhibit his one conveniently cartifled of the partnership		X
agreement, or if oral, complete details thereof.	N	Ά
If transferee is a Corporation (including joint stock companies) or Association, answer the following:		
a. Under laws of what State or Country is it organized? Delaware	ļ	
(1) Attach as Exhibit No a certified copy of the Articles of Incorporation (charter) if not heretofore on file with the Commission. *See Section VII.E.		ı
(2) Attach as Exhibit No. $\underline{*}$ the names, addresses and percentages of stock held by all principals of the corporation and by all stockholders owning and/or voting 10 percent of more of the transferee's stock. *See Section	VII.D.	1
b. is any director of officer an alien?		X
c. Is more than one-fifth of the capital stock owned of record, or may it be voted, by aliens or their representatives, or by a foreign government or representatives thereof, or by a corporation organized unders the laws of a foreign government?		X
d. is transferee directly or indirectly controlled by an other corporation? If "YES", give in Exhibit No the names and addresses of all such controlling corporations to and including organization having final control and furnish for each all the information requested in 14a through c above.		X
e. Is transferee directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens?		X
f. is more than one-fourth of the capital stock of any controlling corporation owned of record, or may it be voted by aliens or their representatives, or by a foreign government or representative thereof, or by an corporation organized under the laws of a foreign government?		X
5. Is transferee directly or indirectly interested in or affiliated with any entity or person engaged in the business of providing a public land line message telephone service? If "YES", and transferee is not a land line telephone carrier, attach as Exhibit No a statement relating the facts.	•	X
5. If permittee or licensee holds any Multipoint Distribution Service (MDS or MMDS) authorizations, is transferee directly or indirectly interested in or affiliated with, or has leasing arrangements with a cable television company? If "YES", submit as Exhibit No. —— a description of the relationship and a map showing overlap of boundaries of cable franchise area and MDS station's protected service area, if any.	N	Α
7. Has transferee or any party to this application had any station authorization revoked or had any application for construction permit, license or renewal denied by the Commission? If "YES", attach as Exhibit No a statement relating all the pertinent circumstances. See Section II.B.		X
B. Has any court finally adjudged the transferee, or any person directly or indirectly controlling the transferee, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or of unfair methods of competition? If "YES", attach as Exhibit No a statement relating the facts.		X
9. Has the transferee, or any party to this application, or any person directly or indirectly controlling the transferee ever been convicted of a crime for which the penalty imposed was a fine of \$500 or more, or an imprisonment of six months or more? If "YES", attach as Exhibit No a statement relating the facts.	•	X
D. is transferee, or any person directly or indirectly controlling the transferee, presently a party in any matter referred to in Items 17, 18, or 19? If "YES", attach as Exhibit No a statement relating the facts.		X
I. Is transferee directly or indirectly, through stock ownership, contract, or otherwise, interested in the ownership or control of any other radio stations licensed by this Commission? If "YES", give (a) call sign and service, (b)	X	
location, and (c) name of licensee below.	See Sec	tion V
2. Has applicant ever been directly or indirectly interested in the ownership or control of any radio stations other than those stated in Item 21 above? If "YES", give (a) call sign and service, (b) location, and (c) name of licensee below.	X*	
*Since Transferee entered the business, it has installed and removed numerous stations.		<u></u>

	Place an "X" in the appropriate column.		YES	NO
3.	Will transferee propose any of the following changes after the transfer of control is authorized (see instructions):			
	a. Changes in the services currently offered? If "YES", attach as Exhibit No a brief statement of the proposed changes.	>		X
-	<ul> <li>b. Changes in technical personnel, maintenance or repair of facilities? If "YES", attach as Exhibit No a description of positions to be changed and specific arrangements for prompt maintenance or repair of facilities.</li> </ul>	>		X
	c. Changes in management or personnel responsible for the operation of the station? If "YES", in Exhibit No, describe the manner in which the proposal will operate, and list present positions of responsibility to be changed and proposed positions and division of responsibility, including hours of physical supervision. (When responsibilities are to be divided with any other business, give the name and address of owner of each such business and submit copy of working agreement.)	- 1	*See . II.C	Section
	If transferee is a corporation, is stock of transferee to be sold after this consent is issued for any other purpose? If "YES", explain purpose in Exhibit No. * .*Transferee stock will continue to be publicly traded	>	Х	
5	Does transferee now hold any obligations of licensee corporation? If "YES", in Exhibit No, describe the obligations, methods by which acquired, and the dates on which they were obtained.	>		Х
Š	Does local or state law require any authorization to transfer the control of the facilities and/or operations involved herein? If "YES", attach as Exhibit No. * a single certified copy of such authorization. and local approvals	>		
	a. Is transferee personally familiar with the provisions of the Commission's Rules governing the services which are the subject of this application?	<b>&gt;</b>	Х	
	b. Has transferee examined the subject facilities and determined that construction and operation is in compliance with current authorizations and the Commission's Rules?	>	Х	
<b>8</b> 1.	Attach as Exhibit No. * a complete statement, setting forth facts which show how the instant proposal will be in the public interest, and disclosing all relationships, affiliations or connections between the transferee and current or prospective subscribers. The statement should contain the names of any common stockholders, officers, directors, employees or individuals closely related to the management or control of the facilities of the transferee and any subscriber.	- 1	*See : IV	Section
<b>\$</b> .	If corporate permittee or licensee holds any authorizations for Part 21 stations, answer (a) and (b) below:  a. Does authorization involve facilities that have not been constructed? If "YES", does transferee represent that it has, or has reasonable assurance that it will have, the ability to meet the expected cost of constructing any such facilities within the construction period, and the estimated operating expenses for twelve months?	_		X
•    	b. Were facilities authorized following a comparative hearing and have been operated less than one year; or involve facilities that have not been constructed; or involve facilities that were authorized following a random selection proceeding in which the successful applicant received a preference and that have been operated for less than one year?	>		Х
).	Does transferee represent that the information given in Part III of this application is true and correct, including any contracts or other instruments submitted, and that said information and contracts (if any) constitute the full agreement?	>	Х	
1	Does transferee acknowledge that, if Commission consents, transfer of control must be completed within 45 days of date of consent and Commission must be notified by letter within 10 days of consummation?	>	Х	
n n	RTIFICATION: Neither the applicant nor any other party to the application is subject to a denial of Federal benefits that includes FC ction 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a condersigned represents that all the attached exhibits pertinent to Part III are a material part hereof and are incorporated herein as if set out in discretifies that all the statements made in Part III of this application are true, complete and correct to the best of his (her) knowledge and liftul false statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and the statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 18, Section 1001) and the statements made on this application are punishable by fine and imprisonment (U.S. Code, Title 47, Section 503).	ntrol in fui l beli d/or	led subs II in this a ief.	tance. The application;
	ped/Printed Name of Transferee Signature Title (Office Held by Person Signing)		Date	
у				

MobileMedia Paging, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Point-to-Point Microwave Service (CF). As part of the proposed transaction, these libense interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

WFY948	<b>WFY949</b>	WFY950	WGW600	WGW601	WGW602
WGW636	WGW637	WGW638	WGW639	WGW645	WGW647
WGW649	WGW650	WGW655	WGW657	WGW659	WGW660
WGW663	<b>WGW665</b>	WGW667	WGW669	WGX322	<b>WGX324</b>
WHA413	WHA414	WHA415	<b>WHA416</b>	WHA417	WHA418
WHA510	WHA511	WHA512	WHA522	<b>WHE685</b>	WHO691
WHQ932	WHQ963	WHT236	WLB210	<b>WLB664</b>	<b>WLB665</b>
WLC377	WLK726	<b>WLK727</b>	<b>WLL268</b>	<b>WLL269</b>	WLL402
WLL403	WLL404	<b>WLL405</b>	<b>WLL406</b>	WLM653	WLM654
<b>WLW544</b>	<b>WM</b> L469				

FCC 490

#### FEDERAL COMMUNICATIONS COMMISSION

Approved by OMB 3868-6318
Est. Avg. Burden Hours
Per Response: 3 Hrs.

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

### **FILING FEE**

(a) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
See associated			\$	

#### **ASSIGNOR OR TRANSFEROR**

ASSIGNOR OR TRANSF	EROR			
T1. Name of Assignor or Transferor  MobileMedia Corporation, Debtor-in-Possession  T2. Voice Telephone Number (201) 969-4692				
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Telephone Number ( 201 ) 969-4526			
T5. Mailing Street Address or P.O. Box				
One Executive Drive, Suite 500				
T6. City	T7. State	TB. Zip Code		
Fort Lee	NJ	07024		
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice	Telephone Number		
Nancy J. Victory, Esq.	( 202 )	429-7388		
T11. Firm or Company Name		elephone Number		
Wiley, Rein & Fielding	(202	) 429-7207		
T13. Mailing Street Address or P.O. Box				
1776 K Street, N.W.				
T14. City	T15. State	T16. Zip Code		
Washington	D.C.	20006		

# TYPE OF TRANSACTION

T17.	This application requests (T) Assignment of authoriza	ition	Consent	to <u>T</u> ransfer	r of Contro	ol of Licensee	
T18.	How will assignment or transfer of control be accomplished? (	(O*)	Sale or *Se	r other trans e Section I	sfer or ass II.C.	signment of stock	<u>O</u> ther
T19.	This assignment of authorization or transfer of control of licenses	) is	( V )	Voluntary	Involunta	ry	
T20.	Will this be a <u>pro forma</u> assignment or transfer of control? ( )	۷)	<u>Y</u> es	<u>N</u> o			
T21.	Is local or state authorization required for this assignment or tran	nsfer of	f control?	(*)	<u>Y</u> es	*Applicar No necessary s	nt will obtain all state authorizations

AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED

	AUT	HORIZAT	ion(s) to	BE ASSIGNED OR TRANSFERRED
T22. Call Sign	T23. Radio Service	T24. Date of Grant	T25. How Obtained	T26. Name of Licensee (as appearing in FCC Records)
				See Exhibit 1
			<b>†</b>	
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### **ASSIGNMENT OF STOCK**

Stock	Number of Shares	Classification
Shares to be transferred	See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	Т31.	T32.

### **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	T34. Voice Telephone Number ( 508 ) 870-6700		
T35. Assumed Name Used for Doing Business (if any)			lephone Number 836-2760	
T37 Mailing Street Address or P.O. Box 1800 West Park Drive, Suite 250				
		T		
T38. City		T39. State	T40. Zip Code	
Westborough		MA	01581	

# **NEW LICENSEE INFORMATION** (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee  MobileMedia License Co. L.L.C.			T42. Voice Telephone Number (201) 969-4692			
T43. Assumed Name Used for Doing Business	d any)		1	elephone Number ) 969-4526		
T45. Mailing Street Address or P.O. Box	ATTN: Patricia A	•				
T46. City			T47. State	T48. Zip Code		
Fort Lee			NJ	07024		
T49. Taxpayer Identification Number TBD		T50. Internet or e-mail ac pgray@mobilecor				

## **ALIEN OWNERSHIP**

T51.	is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	Yes	<u>N</u> o
T54.	is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	Yes	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  * If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o

#### **BASIC QUALIFICATIONS**

<b>T56</b> .	Has the assignor or transferor, assignee or transferee, or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission?	(N) See See	Yes ction I	
T57.	Has the assignor or transferor, assignee or transferoe, or any party to this application, or any party directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application ever been convicted of a felony by any state or federal court?	(N)	<u>Y</u> es	<u>N</u> o
T58.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any other means or unfair methods of competition?	(N)	<u>Y</u> es	No
T59.	Is the assignor or transferor, assignee or transferee, or any party to this application, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee, or any party to this application, currently a party in any pending matter referred to in the preceding two items?	(N)	<u>Y</u> es	<u>N</u> o

#### **ASSIGNOR OR TRANSFEROR CERTIFICATION**

The ASSIGNOR or TRANSFEROR represents that the authorization will not be assigned or that control of the licensee will not be transferred unless and until the consent of the Federal Communications Commission has been given; that all exhibits attached or referenced herein are a material part hereof and are incorporated herein as if set out in full in this application; that neither the assignor or transferor is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance and that all statements made in this application are true, complete and correct to the best of his or her knowledge and belief.

T60. Typed Name of Person Signing

Joseph A. Bondi

T61. Title

Chairman - Restructuring

T63. Date

September 1, 1998

### **ASSIGNEE OR TRANSFEREE CERTIFICATION**

The ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise. The assignee or transferee certifies that grant of this assignment or transfer of control would not cause the assignee or transferee to be in violation of the spectrum aggregation limit in 47 CFR Part 20. The assignee or transferee agrees to assume all obligations and abide by all conditions imposed upon the assigner or transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any sult or proceeding had or commenced against, the assigner or transferor prior to this assignment or transfer of control. Neither the assignee or transferee is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, because of a conviction for possession or distribution of a controlled substance. The undersigned, individually and for the assignee or transferee, hereby certifies that the statements made herein are true, complete and correct to the best of his or her knowledge and belief, and are made in good faith.

T64. The assignee or transferee is a (an) (C) Individual Unincorporated Association Partnership Corporation

T65. Typed Name of Person Signing Paul H. Kuzia

T66. Title Executive Vice President, Technology and Regulatory Affairs

T67. Signature

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S.Code, Title 18, Section 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

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	Ш		ONS				
 Г5	5.	. Has the assignor or transferor, assignee or transferee, or any party to this application had license or construction permit revoked or had any application for an initial, modifical authorization, license, construction permit denied by the Commission?	d any FCC station authorizatio tion or renewal of FCC station	on	·	Yes tion	<u>N</u> o II.B
-;	 i7.	. Has the assignor or transferor, assignee or transferee, or any party to this application, controlling the assignor or transferor, assignee or transferee, or any party to this application by any state or federal court?	or any party directly or indirec in ever been convicted of a felo	tty (N	)	<u>Y</u> es	<u>N</u> o
Γ!*	8.	Has any court finally adjudged the assignor or transferor, assignee or transferee, or any person directly or indirectly controlling the assignor or transferor, assignee or transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communica control of manufacture or sale of radio apparatus, exclusive traffic arrangement or any o competition?	e, or any party to this application, directly or indirectly, through	on, gh (N	)	<u>Y</u> es	<u>N</u> o
	<b>.</b> 9	Is the assignor or transferor, assignee or transferee, or any party to this application, or controlling the assignor or transferor, assignee or transferee, or any party to this app pending matter referred to in the preceding two items?			)	<u>Y</u> es	<u>N</u> o
		ASSIGNOR OR TRANSFEROR	CERTIFICATION				
	be	preof and are incorporated berein as if set out in full in this application; that neithen enefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse obsession or distribution of a controlled substance and that all statements made in	Act of 1988, 21 U.S.C. Section	n 862, bec	ause of	a convid	tion for
	hi	is or her knowledge and belief.  D. Typed Name of Person Signing	T61. Title				
Ti	<b>hi</b> :	s or her knowledge and belief.	T61. Title	T63. Date			
Ti	<b>hi</b> :	is or her knowledge and belief.  D. Typed Name of Person Signing	T61. Title				
7 (	Treciin tra	is or her knowledge and belief.  D. Typed Name of Person Signing  E. Signature	CERTIFICATION  equency or of the electron whether by license or other nee or transferee to be in vious and abide by all conditions commission pursuant to the or proceeding had or connisteree is subject to a denial S.C. Section 862, because of ignee or transferee, hereby	nagnetic s wise. The lation of th ns impose a request nmenced a al of Feder of a convi-	pectrum assign e spect d upon made it against, al benefiction fo	ee or tra rum aggi the assi herein ot the assi fits that i or posser	nsferee egation gnor or herwise gnor or ncludes usion or
	Tire ce lin tra	ASSIGNEE OR TRANSFEREE  the ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequilatory power of the United States because of the previous use of the same, wertifies that grant of this assignment or transfer of control would not cause the assignment in 47 CFR Part 20. The assignee or transferee agrees to assume all obligation ansferor under the subject authorization(s), unless the Federal Communications flows, except for liability for any act done by, or any right accrued by, or any suit ansferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment or transferor of control. Neither the assignee or transferor prior to this assignment or transferor from the assignment of the Anti-Drug Abuse Act of 1988, 21 U.S. istribution of a controlled substance. The undersigned, individually and for the assignee are true, complete and correct to the best of his or her knowledge and belief,	CERTIFICATION  equency or of the electron whether by license or other nee or transferee to be in vious and abide by all conditions Commission pursuant to the or proceeding had or connisferee is subject to a denial S.C. Section 862, because of ignee or transferee, hereby and are made in good faith	nagnetic s wise. The lation of th ns impose a request nmenced a al of Feder of a convi-	pectrum assign e spect d upon made i against, al benef ction fo nat the s	ee or tra rum aggi the assi herein ot the assi fits that i or posser	nsferee egation gnor or herwise gnor or ncludes usion or is made
	Trecein tracein 64	ASSIGNEE OR TRANSFEREE  the ASSIGNEE or TRANSFEREE waives any claim to the use of any particular frequilatory power of the United States because of the previous use of the same, wertifies that grant of this assignment or transfer of control would not cause the assignment in 47 CFR Part 20. The assignee or transferee agrees to assume all obligation ransferor under the subject authorization(s), unless the Federal Communications flows, except for Ilability for any act done by, or any right accrued by, or any suit anaferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment or transfer of control. Neither the assignee or transferor prior to this assignment or transferor of control. Neither the assignee or transferor prior to this assignment or transferor from the assignment of the Anti-Drug Abuse Act of 1988, 21 U.s. istribution of a controlled substance. The undersigned, individually and for the assignee are true, complete and correct to the best of his or her knowledge and belief,	CERTIFICATION  equency or of the electron whether by license or other nee or transferee to be in vious and abide by all conditions Commission pursuant to the or proceeding had or connisferee is subject to a denial S.C. Section 862, because of ignee or transferee, hereby and are made in good faith	nagnetic s wise. The lation of th ns impose a request nmenced a all of Feder of a convi- certifies the	pectrum assign e spect ed upon made I against, al benefiction for nat the s	ee or tra rum aggi the assi herein ot the assi fits that i or posses statemen	nsferee egation gnor or herwise gnor or ncludes usion or is made

MobileMedia Communications, Inc., Debtor-In-Possession, currently holds the authorizations, or has pending applications, for the call signs listed below in the Personal Communications Service (CN). These authorizations were obtained through the voluntary assignment of authorization (VA), voluntary transfer of control (VT), or uncontested applications (UA). As part of the proposed transaction, these license interests will be reorganized into a new affiliate, MobileMedia License Co. L.L.C. Accordingly, after closing, MobileMedia License Co. L.L.C. will be the new licensee of these call signs. See Section II.C.

#### KNKV207

FCC 490

#### FEDERAL COMMUNICATIONS COMMISSION

Est. Aug. Burden Hours

FCC Use Only (File Number)

Application for Assignment of Authorization or Consent to Transfer of Control of Licensee

Commercial Mobile Radio Services Rural Radiotelephone Service

FCC Use Only

### **FILING FEE**

(참) Fee Type Code	(b) Fee Multiple	(C) Fee Due for Fee Type Code in (a)	(d) Total Amount Due	FCC Use Only
	FCC Form 159		\$	

ASSIGNOR OR TRANSF	EROR			
T1. Name of Assignor or Transferor	T2. Voice Telephone Number (201) 969-4692			
MobileMedia Corporation, Debtor-in-Possession	( 201 )	909-4092		
T3. Assumed Name Used for Doing Business (if any)	T4. Fax Telephone Number ( 201 ) 969-4526			
T5. Mailing Street Address or P.O. Box				
One Executive Drive, Suite 500				
T6. City	T7. State	TB. Zip Code		
Fort Lee	NJ	07024		
T9. Name of Contact Representative (if other than Assignor or Transferor)	T10. Voice	Telephone Number		
Nancy J. Victory, Esq.	( 202 )	) 429-7388		
T11. Firm or Company Name	T12. Fax Te	lephone Number		
Wiley, Rein & Fielding	(202	) 429-7207		
T13. Mailing Street Address or P.O. Box				
1776 K Street, N.W.				
T14. City	T15. State	T16. Zip Code		
Washington	D.C.	20006		

### TYPE OF TRANSACTION

<b>T</b> 17.	This application requests (T) Assignment of authorization Consent to Transfer of Control of Licensee
T18.	How will assignment or transfer of control be accomplished? (O*) Sale or other transfer or assignment of stock Other *See Section II.C.
T19.	This assignment of authorization or transfer of control of licensee is (V) <u>V</u> oluntary <u>I</u> nvoluntary
T20.	Will this be a <u>pro forma</u> assignment or transfer of control? ( N ) Yes No
T21.	Is local or state authorization required for this assignment or transfer of control? (*)  Yes No necessary state authorizations

**AUTHORIZATION(S) TO BE ASSIGNED OR TRANSFERRED** 

T22.	T22. T23. T24. T25. Radio Date of How			T26. Name of Licensee (as appearing in FCC Records)
Can Oign	Service	Grant	Obtained	
				See Exhibit 1
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# **ASSIGNMENT OF STOCK**

Stock	Number of Shares	Classification
hares to be transferred	See Section II.C.	T28.
Shares issued and outstanding	T29.	T30.
Shares authorized	T31.	T32.

### **ASSIGNEE OR TRANSFEREE**

T33. Name of Assignee or Transferee New Shareholders of Arch Communications Group, Inc.	(See also FCC Form 430 at Section VII.D.)	1	Felephone Number ) 870-6700
T35. Assumed Name Used for Doing Business (if a	пу)		lephone Number 836-2760
T37. Mailing Street Address or P.O. Box			
1800 West Park Drive, Suite 250			,
T38. City		T39. State	T40. Zip Code
Westborough	_	MA	01581

# NEW LICENSEE INFORMATION (See Exhibit 1 and Section II.C.)

T41. Legal Name of Licensee  MobileMedia License Co. L.L.C	•		1	Telephone Number 969-4692
T43. Assumed Name Used for Doing Busines	SS (if any)	-		lephone Number 969-4526
T45. Mailing Street Address or P.O. Box ATTN: Patricia A. Gray, Esq. One Executive Drive, Suite 500				
T46. City			T47. State	T48. Zip Code
Fort Lee			NJ	07024
T49. Taxpayer Identification Number TBD	T50. Internet or e-mail pgray@mobilec			

### **ALIEN OWNERSHIP**

T51.	Is the assignee or transferee a foreign government or the representative of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T52.	Is the assignee or transferee an alien or the representative of an alien?	(N)	<u>Y</u> es	<u>N</u> o
T53.	Is the assignee or transferee a corporation organized under the laws of any foreign government?	(N)	<u>Y</u> es	<u>N</u> o
T54.	Is the assignee or transferee a corporation of which any officer or director is an alien or of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N)	<u>Y</u> es	<u>N</u> o
T55.	Is the assignee or transferee a corporation directly or indirectly controlled by any other corporation of which any officer or more than one-fourth of the directors are aliens, or of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country?  • If "yes", attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N)	<u>Y</u> es	<u>N</u> o